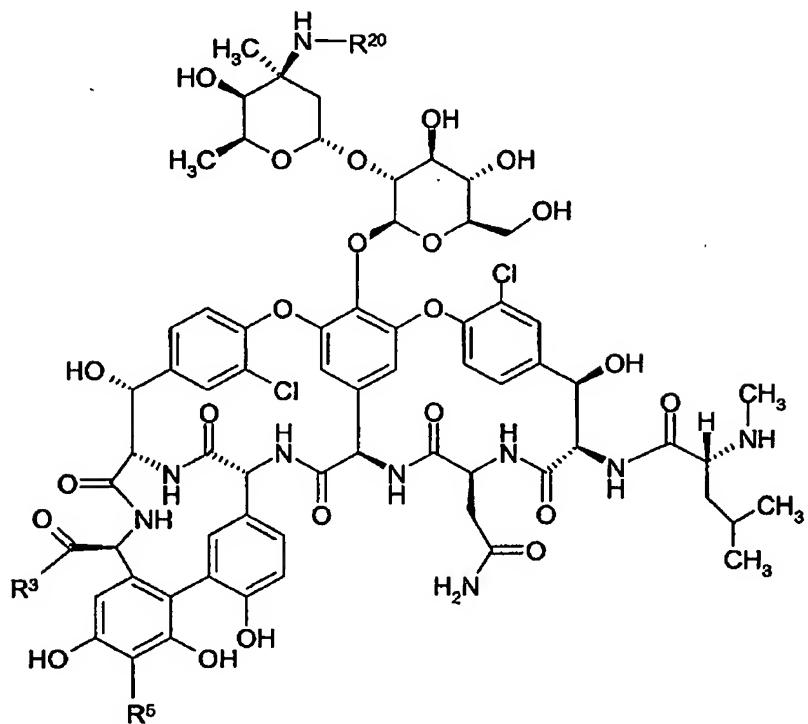


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III. AMENDMENTS TO THE CLAIMS

Claims 1-26 (Canceled)

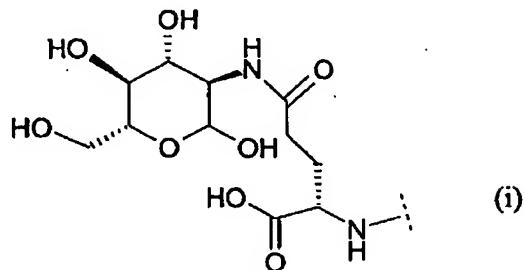
27. (Previously Presented) A compound of the formula:



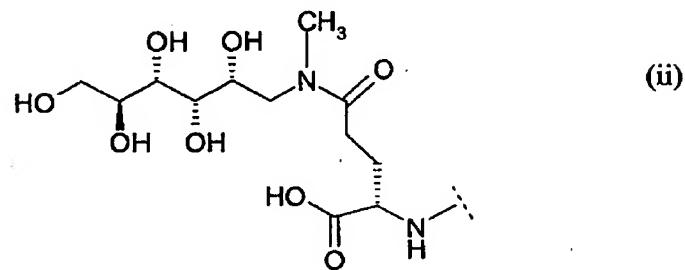
wherein R³ and R⁵ are selected from the group consisting of:

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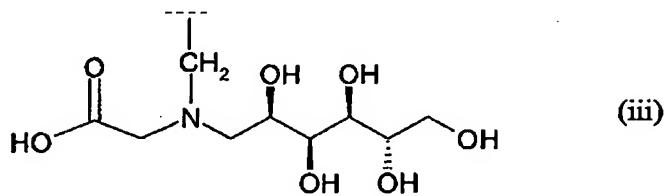
(a) R^5 is hydrogen; and R^3 is a group of formula (i):



(b) R^5 is hydrogen; and R^3 is a group of formula (ii):



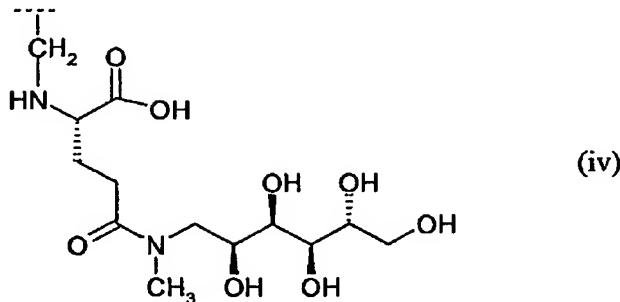
(c) R^3 is $-\text{OH}$; and R^5 is a group of formula (iii):



and

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(d) R^3 is $-OH$; and R^3 is a group of formula (iv):



R^{20} is $-R^a-Y-R^b-(Z)_x$, $-R^f$, $-C(O)R^f$, or $-C(O)-R^a-Y-R^b-(Z)_x$;

Y is selected from the group consisting of oxygen, sulfur, $-S-S-$, $-NR^c-$, $-S(O)^{-}$, $-SO_2^-$, $-NR^cC(O)^{-}$, $-OSO_2^-$, $-OC(O)^{-}$, $-NR^cSO_2^-$, $-C(O)NR^c-$, $-C(O)O^-$, $-SO_2NR^c-$, $-SO_2O^-$, $-P(O)(OR^c)O^-$, $-P(O)(OR^c)NR^c-$, $-OP(O)(OR^c)O^-$, $-OP(O)(OR^c)NR^c-$, $-OC(O)O^-$, $-NR^cC(O)O^-$, $-NR^cC(O)NR^c-$, $-OC(O)NR^c-$, $-C(=O)-$ and $-NR^cSO_2NR^c-$;

each Z is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocyclic;

R^a is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

R^b is selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided R^b is not a covalent bond when Z is hydrogen;

each R^c is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and $-C(O)R^d$;

each R^d is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl,

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cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^f is alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, or heterocyclic; and

x is 1 or 2;

or a pharmaceutically-acceptable salt, stereoisomer or prodrug thereof.

28. (Currently Amended) The compound of Claim 27, wherein R²⁰ is selected from the group consisting of:

- CH₂CH₂-NH-(CH₂)₉CH₃;
- CH₂CH₂CH₂-NH-(CH₂)₈CH₃;
- CH₂CH₂CH₂CH₂-NH-(CH₂)₇CH₃;
- CH₂CH₂-NHSO₂-(CH₂)₉CH₃;
- CH₂CH₂-NHSO₂-(CH₂)₁₁CH₃;
- CH₂CH₂-S-(CH₂)₈CH₃;
- CH₂CH₂-S-(CH₂)₉CH₃;
- CH₂CH₂-S-(CH₂)₁₀CH₃;
- CH₂CH₂CH₂-S-(CH₂)₈CH₃;
- CH₂CH₂CH₂-S-(CH₂)₉CH₃;
- CH₂CH₂CH₂-S-(CH₂)₃-CH=CH-(CH₂)₄CH₃ (*trans*);
- CH₂CH₂CH₂CH₂-S-(CH₂)₇CH₃;
- CH₂CH₂-S(O)-(CH₂)₉CH₃;
- CH₂CH₂-S-(CH₂)₆Ph;
- CH₂CH₂-S-(CH₂)₈Ph;
- CH₂CH₂CH₂-S-(CH₂)₈Ph;
- CH₂CH₂-NH-CH₂-4-(4-Cl-Ph)-Ph;
- CH₂CH₂-NH-CH₂-4-[4-(CH₃)₂CHCH₂-]-Ph;

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-CH₂CH₂-NH-CH₂-4-(4-CF₃-Ph)-Ph;
-CH₂CH₂-S-CH₂-4-(4-Cl-Ph)-Ph;
-CH₂CH₂-S(O)-CH₂-4-(4-Cl-Ph)-Ph;
-CH₂CH₂CH₂-S-CH₂-4-(4-Cl-Ph)-Ph;
-CH₂CH₂CH₂-S(O)-CH₂-4-(4-Cl-Ph)-Ph;
~~-CH₂CH₂CH₂-S-CH₂-4-[3,4-di-Cl-PhCH₂O]-Ph~~
-CH₂CH₂CH₂-S-CH₂-4-(3,4-di-Cl-PhCH₂O)-Ph;
-CH₂CH₂-NHSO₂-CH₂-4-[4-(4-Ph)-Ph]-Ph;
-CH₂CH₂CH₂-NHSO₂-CH₂-4-(4-Cl-Ph)-Ph;
-CH₂CH₂CH₂-NHSO₂-CH₂-4-(Ph-C≡C-)-Ph;
-CH₂CH₂CH₂-NHSO₂-4-(4-Cl-Ph)-Ph;
-CH₂CH₂CH₂-NHSO₂-4-(naphth-2-yl)-Ph;
-CH₂-4-(4-Cl-Ph)-Ph; and
~~-CH₂-4-(4-Cl-Ph-O)-Ph~~ -CH₂-4-(4-Cl-PhCH₂O)-Ph.

29. (Previously Presented) The compound of Claim 27, wherein R⁵ is hydrogen; and R³ is a group of formula (i).

30. (Previously Presented) The compound of Claim 29, wherein R²⁰ is selected from the group consisting of:

-(CH₂)₁₁CH₃;
-(CH₂)₁₂CH₃;
-CH₂CH₂-NH-(CH₂)₉CH₃;
-CH₂CH₂-S-(CH₂)₉CH₃;
-CH₂CH₂-O-(CH₂)₉CH₃;
-CH₂-4-(4-Cl-Ph)-Ph;
-CH₂CH₂-NH-CH₂-4-(4-Cl-Ph)-Ph;

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- CH₂CH₂-NH-CH₂-4-(4-CF₃-Ph)-Ph;
- CH₂CH₂CH₂CH₂-4-(4-Cl-Ph)-Ph;
- CH₂CH₂-S-CH₂-4-(4-Cl-Ph)-Ph;
- CH₂CH₂-O-CH₂-4-(4-Cl-Ph)-Ph;
- CH₂CH₂-NH-CH₂-4-(4-CH₃-PhCH₂O)-Ph;
- CH₂CH₂-S-CH₂-4-(4-Cl-PhCH₂O)-Ph;
- CH₂CH₂-S-(CH₂)₈Ph; and
- CH₂CH₂-NH-(CH₂)₈Ph.

31. (Previously Presented) The compound of Claim 27, wherein R⁵ is hydrogen; and R³ is a group of formula (ii).

32. (Previously Presented) The compound of Claim 31, wherein R²⁰ is selected from the group consisting of:

- CH₂CH₂-NH-(CH₂)₉CH₃;
- CH₂CH₂-S-(CH₂)₉CH₃;
- CH₂CH₂-O-(CH₂)₉CH₃; and
- CH₂-4-(4-Cl-Ph)-Ph.

33. (Previously Presented) The compound of Claim 27, wherein R³ is -OH; and R⁵ is a group of formula (iii).

34. (Previously Presented) The compound of Claim 33, wherein R²⁰ is selected from the group consisting of:

- CH₂-4-(4-Cl-Ph)-Ph;
- CH₂CH₂-S-(CH₂)₉CH₃; and
- CH₂CH₂-NH-(CH₂)₉CH₃.

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35. (Previously Presented) The compound of Claim 27, wherein R³ is -OH; and R⁵ is a group of formula (iv).

36. (Previously Presented) The compound of Claim 35, wherein R²⁰ is selected from the group consisting of:

- CH₂CH₂-NH-(CH₂)₉CH₃;
- CH₂CH₂-S-(CH₂)₉CH₃;
- CH₂CH₂-O-(CH₂)₉CH₃;
- CH₂-4-(4-Cl-Ph)-Ph;
- CH₂CH₂-NH-CH₂-4-(4-CF₃-Ph)-Ph;
- CH₂CH₂-NH-CH₂-4-(4-Cl-Ph)-Ph;
- CH₂CH₂-NH-CH₂-4-(4-CH₃-PhCH₂O)-Ph;
- CH₂CH₂-S-CH₂-4-(4-Cl-PhCH₂O)-Ph;
- CH₂CH₂-NH-(CH₂)₈Ph; and
- CH₂CH₂-S-(CH₂)₈Ph.

37. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of any of Claims 27 to 36.

38. (Previously Presented) The pharmaceutical composition of Claim 37, wherein the composition further comprises a cyclodextrin.

39. (Previously Presented) The pharmaceutical composition of Claim 38, wherein the cyclodextrin is hydroxypropyl- β -cyclodextrin.

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40. (Previously Presented) A method of treating a mammal having a bacterial disease, the method comprising administering to the mammal a therapeutically effective amount of a pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of any of Claims 27 to 36.